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UNITED COMMUNITY BANKS INC

Form 4 April 28, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB

Washington, D.C. 20549

3235-0287 Number: January 31,

2005

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per 0.5

Expires:

Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

response...

See Instruction 1(b).

Common

Common

Stock

Stock

(Print or Type Responses)

1. Name and A FREEMAN	ddress of Reporting P GUY W	Symbol	r Name and Ticker or Trading D COMMUNITY BANKS CBII	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) PO BOX 12		-	f Earliest Transaction Day/Year)	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Executive Vice President			
	(Street)	4. If Ame	endment, Date Original	6. Individual or Joint/Group Filing(Check			
		Filed(Mor	nth/Day/Year)	Applicable Line)			
BLAIRSVILLE, GA 30514 Form filed by One Reporting Person Form filed by More than One Reporting Person							
(City)	(State)	Zip) Tabl	le I - Non-Derivative Securities	acquired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 04/26/2006	2A. Deemed Execution Date, if any (Month/Day/Year)	3.				

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

2,105.7188

3,894.102

(2)

Ι

Ι

C. Freeman

(Spouse)

By 401K

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displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Option to Purchase Common Stock	\$ 28.85	04/26/2006		A	20,000	04/26/2007(3)	04/26/2016	Common Stock	20,00

Reporting Owners

Reporting Owner Name / Address		Relationships

Director 10% Owner Officer Other

FREEMAN GUY W PO BOX 1256

X Executive Vice President

BLAIRSVILLE, GA 30514

Signatures

Lois J. Rich by Power of Attorney 04/28/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 2006 Restricted Stock Units vest over four consecutive years at 25% on the anniversary date of May 31, beginning in the Year 2007.
- (2) Includes 2,105.7188 shares owned by Mr. Freeman's spouse for which he claims beneficial ownership.
- (3) 2006 Stock Option Grants vest over four consecutive years at 25% each anniversary date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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